

AUTHORIZATION OF HIGHPOINT ASSOCIATES XV, LLC

KEYSTONE MANAGEMENT, INC. ("**Manager**"), being the authorized manager on behalf of HIGHPOINT ASSOCIATES XV, LLC, a limited liability company formed under the laws of the State of New York (the "**Company**"), hereby adopts the following resolutions:

WHEREAS, the Manager reviewed the financial situation of the Company and consulted legal counsel as to the ramifications of a Chapter 11 Bankruptcy as opposed to other potential financial solutions for the Company.

NOW, THEREFORE, BE IT RESOLVED, that in the judgment of the Manager, it is desirable and in the best interests of the Company, its creditors, and other parties in interest, that the Company file or cause to be filed a voluntary petition for relief under the provisions of chapter 11 of title 11 of the United States Code (the "**Bankruptcy Code**"); and it is

FURTHER RESOLVED, that the Manager is authorized and directed to employ the law firm of Bronson Law Offices, P.C., as general bankruptcy counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings and petitions for relief; and in connection therewith, the Manager is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Bronson Law Offices, P.C., and it is

FURTHER RESOLVED, that the Manager is authorized and directed to close all existing bank accounts and open Debtor in Possession Bank Accounts with a bank approved by the U.S. Trustee for such purpose, and it is

FURTHER RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Manager, the Manager is, authorized, directed, and empowered, in the name of, and on behalf of the Company to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments, and other documents and to pay all expenses, including filing fees, in each case as in such Manager's judgment shall be necessary or desirable to fully carry out the intent and accomplish the purposes of the resolutions; and it is

FURTHER RESOLVED, that all acts, actions and transactions relating to the matters contemplated by the foregoing resolutions are done in the name of and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before these resolutions were certified, are hereby in all respects approved and ratified.

HIGHPOINT ASSOCIATES XV, LLC,

**BY: KEYSTONE MANAGEMENT,
INC., its Manager**

By: 
Dan Shalom, President

Dated: Sherman Oaks, CA
May 21, 2023